

Objection Deadline: November 20, 2013 at 4:00 p.m. (Prevailing Eastern Time)

MORRISON & FOERSTER LLP
1290 Avenue of the Americas
New York, New York 10104
Telephone: (212) 468-8000
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Gary S. Lee
Lorenzo Marinuzzi
Naomi Moss

*Counsel for the Debtors and
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----)	
In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
-----)	

**NOTICE OF FILING OF RUST CONSULTING, INC.'S SECOND MONTHLY
FEE REPORT OF COMPENSATION FOR PROFESSIONAL SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED FOR THE
PERIOD FROM SEPTEMBER 1, 2013 THROUGH SEPTEMBER 30, 2013**

PLEASE TAKE NOTICE that pursuant to the *Order Authorizing the Payment of Fees to Rust Consulting, Inc. as Paying Agent Under the Amendment to the Consent Order* [Docket No. 4977] entered by the Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), Rust Consulting, Inc. ("Rust Consulting") is required to file with the Bankruptcy Court reports, on at least a quarterly basis, of compensation earned and expenses incurred in Rust Consulting's capacity as paying agent under the amendment to the Consent Order in the above-captioned chapter 11 cases of Residential Capital, LLC and its affiliated debtors (collectively, the "Debtors").

Attached hereto as Exhibit 1 is Rust Consulting's second monthly fee report for the period from September 1, 2013 through September 30, 2013 (the "Monthly Fee Report").

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Monthly Fee Report must be made in writing, conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Notice, Case Management, and Administrative Procedures approved by the Bankruptcy Court [Docket No. 141], be filed electronically by registered users of the Bankruptcy Court's electronic case filing system, and be served, so as to be received no later than **November 20, 2013 at 4:00 p.m. (Prevailing Eastern Time)**, upon: (a) counsel for the Debtors, Morrison & Foerster LLP, 1290 Avenue of the Americas, New York, NY 10104 (Attention: Gary S. Lee, Lorenzo Marinuzzi and Naomi Moss); (b) the Office of the United States Trustee for the Southern District of New York, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014 (Attention: Tracy Hope Davis, Linda A. Riffkin, and Brian S. Masumoto); (c) the Office of the United States Attorney General, U.S. Department of Justice, 950 Pennsylvania Avenue NW, Washington, DC 20530-0001 (Attention: US Attorney General, Eric H. Holder, Jr.); (d) Office of the New York State Attorney General, The Capitol, Albany, NY 12224-0341 (Attention: Nancy Lord, Esq. and Enid N. Stuart, Esq.); (e) Office of the U.S. Attorney for the Southern District of New York, One St. Andrews Plaza, New York, NY 10007 (Attention: Joseph N. Cordaro, Esq.); (f) counsel for Ally Financial Inc., Kirkland & Ellis LLP, 153 East 53rd Street, New York, NY 10022 (Attention: Richard M. Cieri); (g) counsel to Barclays Bank PLC, as administrative agent for the DIP lenders, Skadden, Arps, Slate, Meagher & Flom LLP, Four Times Square, New York, NY 10036 (Attention:

Ken Ziman & Jonathan H. Hofer); (h) counsel for the committee of unsecured creditors, Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, NY 10036 (Attention: Kenneth Eckstein & Douglas Mannal); (i) counsel for Ocwen Loan Servicing, LLC, Clifford Chance US LLP, 31 West 52nd Street, New York, NY 10019 (Attention: Jennifer C. DeMarco and Adam Lesman); (j) counsel for Berkshire Hathaway Inc., Munger, Tolles & Olson LLP, 355 South Grand Avenue, Los Angeles, CA 90071 (Attention: Thomas Walper and Seth Goldman); (k) Internal Revenue Service, P.O. Box 7346, Philadelphia, PA 19101-7346 (if by overnight mail, to 2970 Market Street, Mail Stop 5-Q30.133, Philadelphia, PA 19104-5016); and (l) Securities and Exchange Commission, New York Regional Office, 3 World Financial Center, Suite 400, New York, NY 10281-1022 (Attention: George S. Canellos, Regional Director).

PLEASE TAKE FURTHER NOTICE that if a timely objection is filed and served, the Debtors will schedule a hearing with the Bankruptcy Court with respect to the objection to such fees and/or expenses stated in the Monthly Fee Report.

Dated: October 31, 2013
New York, New York

Respectfully submitted,

/s/ Gary S. Lee

Gary S. Lee
Lorenzo Marinuzzi
Naomi Moss
MORRISON & FOERSTER LLP
1290 Avenue of the Americas
New York, New York 10104
Telephone: (212) 468-8000
Facsimile: (212) 468-7900

*Counsel for the Debtors and
Debtors in Possession*

Exhibit 1

R E S C A P

October 30, 2013

Re: Rust Consulting (Monthly Fee Report)

In accordance with the *Order Authorizing the Payment of Fees to Rust Consulting, Inc. as Paying Agent Under the Amendment to the Consent Order* [Docket No. 4977], annexed herewith is the billing report of Rust Consulting, Inc. ("Rust") covering the period from September 1, 2013 through September 30, 2013 (the "Monthly Fee Report"). As reflected in the Monthly Fee Report, Rust seeks payment of \$43,609.22 for professional services rendered, and \$2,268.17 for expense reimbursements for this period.

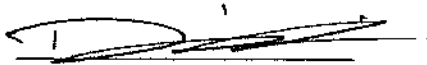
The professional services rendered by Rust and so covered by this Monthly Fee Report include:

- Draft the content of the postcard for notification to borrowers regarding the timing of restitution payments.
- Telephonic conferences with the Federal Reserve Board ("FRB") and the Debtors to reconcile the borrower population impacted by the FRB Settlement, discuss steps to exchange files related to upcoming events including; the borrower waterfall, borrower notice of the Settlement, and planning for the distribution to borrowers.
- Various data tasks related to the reconciliation process and the calculation of borrower payment amounts.
- Quality assurance of the various data tasks performed.
- Receipt and processing of incoming forms related to the independent foreclosure review ("IFR"), borrower correspondence and general inquiries regarding the IFR program and the Settlement announcement.
- Manage call center for borrower inquiries regarding the IFR program and the Settlement.

Attached please find: (i) a summary of amounts billed to certain project categories of professional services rendered, annexed hereto as Exhibit 1; (ii) a description of professional services and/or tasks comprising each project category for which Rust seeks compensation, annexed hereto as Exhibit 2; and (iii) the monthly invoice with supporting detail, including a

detailed list of expenses incurred in connection with these Chapter 11 cases for which Rust seeks reimbursement, annexed hereto as Exhibit 3.

Very truly yours,

A handwritten signature in black ink, appearing to read "David Cunningham", written over a horizontal line.

David Cunningham
Director

Exhibit 1
Monthly Invoice Breakdown
September 1, 2013 – September 30, 2013

Invoice Category	Hours	Value
Legal Notification	n/a	\$18.24
Complaint Processing	n/a	\$2,011.80
Call Center	n/a	\$23,480.44
Project Management	88.71	\$12,745.21
Technical Consulting	32.01	\$5,353.53
Expenses	n/a	\$2,268.17

Exhibit 2
Invoice Category Descriptions

Invoice Category	Service Description
Legal Notification	<p>Imaging of incoming forms, letters etc and appending pdf image of these to the relevant borrower record in the database as required under the IFR program.</p> <p>Hosting www.independentforeclosurereview.com website which makes information available to borrowers and the public in general related to the IFR program.</p>
Complaint Processing	<p>Processing incoming forms and correspondence and updating the borrower records with any information provided as necessary under the IFR program.</p> <p>Hosting the portal for GMAC to access information related to borrower files submitted to Rust for processing.</p> <p>Generating and mailing letters to borrowers as requested or required under the IFR program.</p>
Call Center	<p>Operation of the call center which fields calls into the toll free number provided to borrowers and the public to get information on the IFR program. This includes time from individual agents based upon the volume of calls received and management of that staff.</p> <p>Long distance charges associated with the incoming calls to the call center.</p>
Project Management	<p>Time associated with calls and meetings between IFR Project team/Rust IFR Program</p>

	<p>Management Team/GMAC/Federal Reserve Board.</p> <p>Internal planning for Settlement execution, data exchange on waterfall, postcard notification planning, payment scheduling and coordination.</p> <p>Fielding borrower inquiries received from other avenues than the Rust IFR program call center; letters, emails, etc.</p>
Technical Consulting	<p>Time associated with planning and executing technical tasks required under the IFR program from Business Analysts.</p> <p>Data tasks related to decision files and data required to exchange with GMAC relevant to reconciliation of the borrower population under the Settlement.</p> <p>Quality assurance time associated with the data tasks.</p>
Expenses	As detailed on the invoice.

Exhibit 3



Invoice

625 MARQUETTE AVENUE, SUITE 880
MINNEAPOLIS, MN 55402
P 612.359.2000 | F 612.359.2050
WWW.RUSTCONSULTING.COM
FEDERAL ID #: [REDACTED]

DATE: 10/23/13
INVOICE #: 13-5603
MATTER #: 401100

TO: Dave Cunningham
GMAC Mortgage, LLC
1100 Virginia Drive
190-FTW-K50
Fort Washington, PA 19034
dave.cunningham@gmacm.com

PROJECT
<i>GMACM - Alternate Resolution Project</i> <i>September 2013 Claims Administration Services</i>

Legal Notification	\$ 18.24
Complaint Processing	2,011.80
Call Center	23,480.44
Project Management	12,745.21
Technical Consulting	5,353.53
Expenses: Other Charges and Out-of-pocket Costs	<u>2,268.17</u>
Total Due	<u>\$ 45,877.39</u>

WIRE INFORMATION

[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

PAYMENT TERMS: NET DUE UPON RECEIPT

PAYMENT MAILING ADDRESS

PO BOX 142589
DRAWER #9051
IRVING, TX 75014-2589



DATE: 10/23/13
INVOICE #: 13-5603
MATTER #: 401100

TRANSACTION DETAIL	VOLUME	RATE (\$)	TOTAL (\$)
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Legal Notification

FOLLOW-UP TO INITIAL NOTICE

Receive and Update Database	3	0.35	1.05
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WEBSITE

Monthly Maintenance/Hosting (1/16 of total)	0.0625	275	17.19
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SUBTOTAL 18.24

Complaint Processing

CORRESPONDENCE

Receipt	2	0.40	0.80
Process	2	5.50	11.00

COMPLAINT PROCESSING PORTAL

Portal Access Charge (for up to 40 users)	1	2,000	2,000.00
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SUBTOTAL 2,011.80

Call Center

Call Center Management			1,749.50
Telephone Support			17,495.00
Interactive Voice Response (Q&A only)	8,172.42	0.39	3,187.24
800# Charges	9,533.6	0.11	1,048.70

SUBTOTAL 23,480.44

Inv# 135603
Date Oct 23, 2013
Client Number 4011

Dave Cunningham
Residential Capital, LLC
1100 Virginia Drive
190-FTW-K50
Fort Washington, PA 19034
dave.cunningham@gmamc.com

Re: GMACM - ARP - Project Management & Reporting 401106

For Professional Services Rendered:

TIMEKEEPER			RATE	HOURS	FEEES
CSR	140	140	52.00	4.79	249.08
Mailroom Processor	151144		54.00	11.70	631.80
Ann Haan	AH		164.00	60.47	9,917.08
Bryan Painter	BP		90.00	0.75	67.50
Jodi Belmont	JLW		163.00	1.00	163.00
Liz Wilson	LW		141.00	0.50	70.50
Melissa Bremer	MS		93.00	0.25	23.25
Shannon Marks	SM		141.00	3.00	423.00
Theresa Collins	TAC		192.00	6.25	1,200.00

Total Fees: 12,745.21

09/03/13	140	Escalated Call Support	0.82	42.64
09/03/13	144	Correspondence/Admin Mail - Processing	1.02	55.08
09/04/13	TAC	Conference Calls/Project Meetings	0.25	48.00
09/04/13	144	Correspondence/Admin Mail - Processing	0.63	34.02
09/04/13	AH	Conference Calls/Project Meetings	0.51	83.64
09/04/13	AH	Client Inquiries & Reporting	0.25	41.00
09/05/13	TAC	Conference Calls/Project Meetings	0.25	48.00
09/05/13	140	Escalated Call Support	0.97	50.44
09/05/13	144	Correspondence/Admin Mail - Processing	0.43	23.22
09/05/13	AH	Client Inquiries & Reporting	0.21	34.44
09/06/13	TAC	Conference Calls/Project Meetings	0.25	48.00
09/06/13	140	Escalated Call Support	0.54	28.08
09/06/13	144	Correspondence/Admin Mail - Processing	0.64	34.56
09/09/13	TAC	Conference Calls/Project Meetings	0.50	96.00
09/09/13	144	Correspondence/Admin Mail - Processing	0.50	27.00
09/10/13	TAC	Conference Calls/Project Meetings	0.50	96.00

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09/10/13	144	Correspondence/Admin Mail - Processing	0.56	30.24
09/10/13	LW	Financial/Administrative	0.50	70.50
09/10/13	AH	Client Inquiries & Reporting	0.50	82.00
09/10/13	MS	Financial/Administrative	0.25	23.25
09/11/13	TAC	Conference Calls/Project Meetings	1.00	192.00
09/11/13	144	Correspondence/Admin Mail - Processing	0.86	46.44
09/11/13	AH	Conference Calls/Project Meetings	4.25	697.00
09/12/13	144	Correspondence/Admin Mail - Processing	0.86	46.44
09/12/13	AH	Project Planning	1.00	164.00
09/13/13	TAC	Conference Calls/Project Meetings	0.50	96.00
09/13/13	144	Correspondence/Admin Mail - Processing	0.39	21.06
09/13/13	AH	Project Planning	7.00	1,148.00
09/13/13	SM	Financial/Administrative	3.00	423.00
09/16/13	TAC	Conference Calls/Project Meetings	0.50	96.00
09/16/13	144	Correspondence/Admin Mail - Processing	1.03	55.62
09/16/13	AH	Client Inquiries & Reporting	5.00	820.00
09/17/13	TAC	Conference Calls/Project Meetings	0.50	96.00
09/17/13	JLW	Coordinate Initial Notice	1.00	163.00
09/17/13	140	Escalated Call Support	1.02	53.04
09/17/13	144	Correspondence/Admin Mail - Processing	0.64	34.56
09/17/13	AH	Project Planning	7.25	1,189.00
09/18/13	144	Correspondence/Admin Mail - Processing	0.21	11.34
09/18/13	AH	Project Planning	1.00	164.00
09/19/13	TAC	Conference Calls/Project Meetings	0.25	48.00
09/19/13	144	Correspondence/Admin Mail - Processing	0.32	17.28
09/19/13	AH	Project Planning	5.25	861.00
09/20/13	144	Correspondence/Admin Mail - Processing	1.11	59.94
09/20/13	AH	Conference Calls/Project Meetings	2.00	328.00
09/23/13	TAC	Conference Calls/Project Meetings	0.25	48.00
09/23/13	144	Correspondence/Admin Mail - Processing	0.33	17.82
09/23/13	AH	Project Planning	3.50	574.00
09/24/13	TAC	Conference Calls/Project Meetings	0.25	48.00
09/24/13	144	Correspondence/Admin Mail - Processing	0.38	20.52
09/24/13	BP	Correspondence/Admin Mail Processing	0.75	67.50
09/24/13	AH	Project Planning	6.00	984.00
09/25/13	TAC	Conference Calls/Project Meetings	0.50	96.00
09/25/13	140	Escalated Call Support	1.10	57.20
09/25/13	144	Correspondence/Admin Mail - Processing	0.32	17.28

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			Date	Oct 23, 2013	
			Client Number	4011	
09/25/13	AH	Conference Calls/Project Meetings	1.00		164.00
09/25/13	AH	Project Planning	1.00		164.00
09/26/13	TAC	Conference Calls/Project Meetings	0.25		48.00
09/26/13	144	Correspondence/Admin Mail - Processing	0.76		41.04
09/26/13	AH	Project Planning	6.50		1,066.00
09/27/13	TAC	Conference Calls/Project Meetings	0.25		48.00
09/27/13	144	Correspondence/Admin Mail - Processing	0.28		15.12
09/27/13	AH	Client Inquiries & Reporting	4.75		779.00
09/30/13	TAC	Conference Calls/Project Meetings	0.25		48.00
09/30/13	140	Escalated Call Support	0.34		17.68
09/30/13	144	Correspondence/Admin Mail - Processing	0.43		23.22
09/30/13	AH	Client Inquiries & Reporting	3.50		574.00

Total Services					12,745.21
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Total Expenses				.00	
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Total This Matter				12,745.21	
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Inv# 135603
Date Oct 23, 2013
Client Number 4011

Re: GMACM - ARP - Technical Consulting

401107

For Professional Services Rendered:

TIMEKEEPER		RATE	HOURS	FEE
Brent Honeycutt	BH	188.00	3.30	620.40
Carol Osborne	CO	141.00	1.98	279.18
Carolyn Lee	CCL	141.00	1.60	225.60
Christy Gilman	CG	188.00	0.70	131.60
Daniel Hanson	DH	163.00	2.85	464.55
Garret Hovey	GH	175.00	4.53	792.75
Greg Brown	GSB	141.00	0.40	56.40
Hai Bui	HB	141.00	1.00	141.00
Kalene Jones	KLJ	180.00	3.00	540.00
Kalyani Subramanya	KS	163.00	4.10	668.30
Lee Anderson	LA	141.00	0.40	56.40
Mark Kitoski	MK	163.00	0.60	97.80
Rebecca Howe	RH	163.00	1.10	179.30
Shane McDonald	SM	175.00	0.65	113.75
Thomas Cooper	TC	175.00	5.50	962.50
Tracey Rolle	TR	80.00	0.30	24.00
Total Fees:				5,353.53
09/03/13	CO	Follow-Up Notice - Quality Assurance/Proof	0.19	26.79
09/04/13	CO	Supplemental Notice - Quality Assurance	0.19	26.79
09/04/13	CO	Generate Supplemental Notice Files	0.34	47.94
09/04/13	BH	Data Analysis & Formatting	1.30	244.40
09/05/13	CO	Data Capture - Quality Assurance	0.51	71.91
09/05/13	CO	Supplemental Notice - Quality Assurance	0.20	28.20
09/05/13	TR	Data Receipting	0.30	24.00
09/05/13	RH	Distribution File - Quality Assurance	0.20	32.60
09/06/13	KLJ	Conference Calls/Project Meetings	0.25	45.00
09/06/13	CG	Data Loading	0.10	18.80
09/06/13	RH	Distribution File - Quality Assurance	0.10	16.30
09/09/13	RH	Distribution File - Quality Assurance	0.10	16.30
09/10/13	RH	Distribution File - Quality Assurance	0.20	32.60
09/11/13	CG	Generate Supplemental Notice Files	0.10	18.80

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			Date	Oct 23, 2013
			Client Number	4011
09/18/13	KS	Supplemental Notice - Quality Assurance	0.10	16.30
09/20/13	BH	Data Loading	2.00	376.00
09/23/13	MK	Distribution File - Quality Assurance	0.60	97.80
09/23/13	KS	Data Analysis & Formatting - Quality Assurance	3.25	529.75
09/23/13	TC	Data Loading	1.20	210.00
09/23/13	CO	Data Receipt & Load - Quality Assurance	0.06	8.46
09/24/13	GSB	Application Modification/Development	0.10	14.10
09/24/13	KS	Data Analysis & Formatting - Quality Assurance	0.75	122.25
09/24/13	TC	Data Loading	0.10	17.50
09/24/13	TC	Application Modification/Development	2.60	455.00
09/25/13	GH	Data Analysis & Formatting	0.99	173.25
09/25/13	CG	Generate Supplemental Notice Files	0.40	75.20
09/25/13	TC	Data Loading	1.60	280.00
09/25/13	CO	Data Analysis & Formatting - Quality Assurance	0.37	52.17
09/25/13	CO	Supplemental Notice - Quality Assurance	0.12	16.92
09/26/13	KLJ	Data Capture - Quality Assurance	1.75	315.00
09/26/13	GSB	Application Modification/Development	0.30	42.30
09/26/13	SM	Data Loading	0.65	113.75
09/26/13	GH	Data Analysis & Formatting	2.53	442.75
09/26/13	CG	Generate Supplemental Notice Files	0.10	18.80
09/26/13	HB	Application Modification/Development	0.30	42.30
09/27/13	CCL	Data Analysis & Formatting - Quality Assurance	1.40	197.40
09/27/13	GH	Data Analysis & Formatting	0.21	36.75
09/27/13	LA	Application Modification/Development	0.40	56.40
09/27/13	HB	Application Modification/Development	0.50	70.50
09/27/13	RH	Distribution File - Quality Assurance	0.50	81.50
09/30/13	CCL	Data Analysis & Formatting - Quality Assurance	0.20	28.20
09/30/13	KLJ	Mailroom/Data Capture Identification	1.00	180.00
09/30/13	GH	Data Analysis & Formatting	0.80	140.00
09/30/13	DH	Data Analysis & Formatting - Quality Assurance	2.85	464.55
09/30/13	HB	Application Modification/Development	0.20	28.20

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Client Number 4011

Total Services 5,353.53

Total Expenses .00

Total This Matter 5,353.53

Inv# 135603
Date Oct 23, 2013
Client Number 4011

Re: GMACM - ARP - Expenses 401190

For Professional Services Rendered:

Expense Detail:

Reference	Date	Description	Amount
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		Call Center/Telecommunications	
	09/30/13	IVR System Charge	250.00
		Subtotal	250.00
		Postage/Federal Express	
145742	09/05/13	Postage	0.92
	09/26/13	Metered Postage; 2 pieces	10.10
	09/30/13	Annual Account Maintenance Fee	635.00
	09/30/13	Postage	0.50
		Subtotal	646.52
		Shredding/Storage	
	09/30/13	Data Storage September 2013	0.01
	09/30/13	Storage and/or Shredding 6 Boxes	12.00
	09/30/13	Storage and/or Shredding 255 Boxes	510.00
		Subtotal	522.01
		Photocopies/Faxing/Printing	
	09/30/13	Photocopies/Faxing/Printing	10.20
		Subtotal	10.20
		Printing	
145742	09/05/13	Imaging	134.72
145743	09/05/13	Printing	134.72
		Subtotal	269.44
		Post Office Box Rental	
146286	09/23/13	Post Office Box Rental	570.00
		Subtotal	570.00

Inv# 135603
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Total Expenses	2,268.17

Total This Matter	2,268.17
